

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

*In re*

**TRUE VALUE COMPANY, L.L.C., et al.,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 24-12337 (KBO)**

**(Jointly Administered)**

**Related Docket No. \_\_\_\_\_**

**ORDER SUSTAINING DEBTORS' SECOND OMNIBUS OBJECTION TO CLAIMS  
(SUBSTANTIVE)**

Upon consideration of the objection (the “Objection”)<sup>2</sup> of the Debtors for entry of an order (this “Order”) (a) reducing and allowing the Reduce and Allow Claims set forth on **Schedule 1** attached hereto, (b) disallowing and expunging the Multiple Debtor Claims set forth on **Schedule 2** attached hereto, and (c) disallowing and expunging the No Liability Claim set forth on **Schedule 3** attached hereto; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Objection has been given under the particular

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: True Value Company, L.L.C. (9896); TV Holdco II, L.L.C. (2272); TV TSLC, L.L.C. (7025); TV GPMC, L.L.C. (8136); True Value Retail, L.L.C. (7946); TrueValue.com Company, L.L.C. (6386); True Value Virginia, L.L.C. (9197); and Distributors Hardware, L.L.C. (8106). The address of the Debtors’ corporate headquarters is 8600 W. Bryn Mawr Ave. Chicago, IL 60631.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

circumstances; and it appearing that no other or further notice is necessary; and this Court having reviewed the Objection; and upon the record of the Chapter 11 Cases; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Objection is SUSTAINED as set forth herein.
2. Any Response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The Reduce and Allow Claims identified on **Schedule 1** attached hereto are hereby reduced and allowed in the amounts set forth on **Schedule 1**.
4. The Multiple Debtor Claims identified on **Schedule 2** attached hereto are disallowed and expunged in their entirety.
5. The No Liability Claim identified on **Schedule 3** attached hereto is disallowed and expunged in its entirety.
6. This Order shall be deemed a separate order with respect to each of the Disputed Claims identified on **Schedule 1**, **Schedule 2**, and **Schedule 3** attached hereto. Any stay of this Order pending appeal by any of the claimants whose Disputed Claim(s) are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters listed in the Objection or this Order.

7. The Debtors and Omni are authorized to take all actions necessary and appropriate to give effect to this Order.

8. Omni is authorized to modify the Claims Register to comport with the relief granted by this Order.

9. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Debtors may have to enforce rights of setoff against the claimants.

10. Nothing in the Objection or this Order shall be deemed or construed: (a) as an admission as to the validity of any claim against the Debtors; (b) as a waiver of the Debtors' rights to dispute or otherwise object to any claim on any grounds or basis; (c) to waive or release any right, claim, defense, or counterclaim of the Debtors, or to estop the Debtors from asserting any right, claim, defense, or counterclaim; (d) as an approval or assumption of any agreement, contract, or lease, pursuant to section 365 of the Bankruptcy Code; or (e) as an admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of section 365 of the Bankruptcy Code or otherwise.

11. The terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**SCHEDULE 1**

**Reduce and Allow Claims**

Schedule 1

TRUE VALUE COMPANY, L.L.C., et. al.  
Claim Objections - Reduce & Allow Claims

No.	Name of Claimant	Claim Number	Claim as Filed						Claim as Reconciled						Reason for Modification
			Claim Amount <sup>(1)</sup>	Admin	503(b)(9)	Secured	Priority	Unsecured	Claim Amount	Admin	503(b)(9)	Secured	Priority	Unsecured	
1.	A.O. Smith Corporation	C337-1307	\$4,789,297.52	–	\$612,745.18	–	–	\$4,176,552.34	\$4,584,990.34	–	\$408,438.00	–	–	\$4,176,552.34	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
2.	Ademco Inc (Resideo Technologies)	C337-100200	\$714,039.93	\$714,039.93	–	–	–	–	\$698,358.55	\$698,358.55	–	–	–	–	– The asserted administrative claim is greater than the amount reflected in the Debtors' books and records.
3.	Advanced Drainage Systems, Inc.	C337-1774	\$1,911,631.22	–	\$309,733.18	–	–	\$1,601,898.04	\$1,617,979.74	–	\$16,081.70	–	–	\$1,601,898.04	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
4.	American Distribution & Mfg Co, LLC	C337-1248	\$814,745.98	–	\$371,785.11	–	–	\$442,960.87	\$726,900.55	–	\$283,939.68	–	–	\$442,960.87	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
5.	Black & Decker (U.S.) Inc.	C337-1807	\$7,574,345.57	–	\$1,761,034.33	\$1,349,124.40	–	\$4,464,186.84	\$6,049,311.46	–	\$1,585,124.62	–	–	\$4,464,186.84	The asserted secured claim represents offsets, which is not a basis for an incremental secured claim. Further, the asserted 503(b)(9) claim should be reduced, as the amount filed is greater than what is indicated per the Company's books and records.
6.	Blue Mountain Equipment, Inc.	C337-1909	\$1,597,475.59	–	\$342,422.32	–	–	\$1,255,053.27	\$1,255,053.27	–	–	–	–	\$1,255,053.27	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
7.	Boise Cascade Building Materials Distribution, L.L.C.	C337-1081	\$2,857,053.73	\$463,100.62	\$463,100.62	–	–	\$1,930,852.49	\$1,930,852.49	–	–	–	–	\$1,930,852.49	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor. The asserted Administrative claim is duplicative of the asserted 503(b)(9) claim.
8.	Broan Nutone LLC	C337-2623	\$611,609.35	–	\$286,279.78	–	–	\$325,329.57	\$364,485.79	–	\$39,156.22	–	–	\$325,329.57	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
9.	Carhartt, Inc.	C337-1855	\$3,364,909.33	\$180,104.25	\$571,614.06	–	–	\$2,613,191.02	\$2,719,941.81	\$106,750.79	–	–	–	\$2,613,191.02	The asserted 503(b)(9) and Administrative claims are greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
10.	CertainTeed Gypsum, Inc.	C337-935	\$1,586,748.77	–	\$402,957.06	–	–	\$1,183,791.71	\$1,183,791.71	–	–	–	–	\$1,183,791.71	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
11.	Charlotte Pipe and Foundry Company	C337-1382	\$3,449,766.39	–	\$777,554.95	–	–	\$2,672,211.44	\$3,099,565.14	–	\$427,353.70	–	–	\$2,672,211.44	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
12.	Church & Dwight Co., Inc.	C337-1785	\$42,393.90	–	\$42,393.90	–	–	–	\$41,090.28	–	\$41,090.28	–	–	–	– The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
13.	DAP Global, Inc.	C337-1912	\$370,530.05	–	\$370,530.05	–	–	–	\$261,559.38	–	\$261,559.38	–	–	–	– The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
14.	Generac Power Systems, Inc	C337-1823	\$1,767,377.50	\$457,987.46	\$457,987.46	\$15,966.80	–	\$835,435.78	\$1,178,520.05	–	\$343,084.27	–	–	\$835,435.78	The asserted 503(b)(9), secured, and administrative claims are greater than the amounts reflected in the Debtors' books and records. The asserted Administrative claim is duplicative of the 503(b)(9) claim. The asserted secured claim represents offsets, which is not a basis for an incremental secured claim.
15.	Highline Warren, LLC	C337-1840	\$1,119,128.07	–	\$163,011.13	–	–	\$956,116.94	\$964,456.31	–	\$8,339.37	–	–	\$956,116.94	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
16.	Homewerks Worldwide, LLC	C337-1098	\$917,268.36	–	\$286,268.98	–	–	\$630,999.38	\$796,464.48	–	\$165,465.10	–	–	\$630,999.38	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
17.	Imperial Manufacturing Group USA, Inc.	C337-1227	\$1,088,669.13	–	\$305,036.67	–	–	\$783,632.46	\$1,074,858.64	–	\$291,226.18	–	–	\$783,632.46	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
18.	Master Lock Company, LLC	C337-1843	\$1,085,766.99	–	\$280,056.47	–	–	\$805,710.52	\$986,151.70	–	\$180,441.18	–	–	\$805,710.52	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
19.	Melnor Inc	C337-1103	\$1,358,844.35	–	\$1,038,925.46	–	–	\$319,718.89	\$823,259.76	–	\$503,540.87	–	–	\$319,718.89	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
20.	Midwest Fastener Corp	C337-1608	\$2,471,655.20	–	\$561,150.64	–	–	\$1,910,504.56	\$1,910,504.56	–	–	–	–	\$1,910,504.56	The asserted 503(b)(9) and Administrative claims are greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
21.	Newell Brands Distribution LLC	C337-1750	\$1,051,376.42	\$570,589.76	\$415,182.27	–	–	\$65,604.39	\$433,472.83	\$106,820.38	\$261,048.06	–	–	\$65,604.39	The asserted 503(b)(9) and administrative claims are greater than the amounts reflected in the Debtors' books and records.
22.	Quikrete Holdings, Inc.	C337-1247	\$2,795,756.37	–	\$429,600.21	–	–	\$2,366,156.16	\$2,539,503.17	–	\$173,347.01	–	–	\$2,366,156.16	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
23.	Southwire Company LLC	C337-1723	\$3,653,005.33	–	\$398,632.08	–	–	\$3,254,373.25	\$3,520,079.87	–	\$265,706.62	–	–	\$3,254,373.25	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
24.	STIHL Incorporated	C337-1899	\$8,774,917.98	–	\$1,195,711.13	–	–	\$7,579,206.85	\$7,579,206.85	–	–	–	–	\$7,579,206.85	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
25.	STIHL Southeast, Inc.	C337-1901	\$1,126,650.82	–	\$312,646.08	–	–	\$814,004.74	\$814,004.74	–	–	–	–	\$814,004.74	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
26.	The Hillman Group, Inc.	C337-1416	\$9,290,934.00	–	\$1,978,427.00	–	–	\$7,312,507.00	\$7,566,676.96	–	\$254,169.96	–	–	\$7,312,507.00	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
27.	The Hillman Group, Inc.	C337-100019	\$289,937.82	\$289,937.82	–	–	–	–	\$286,258.97	\$286,258.97	–	–	–	–	– The asserted administrative claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
28.	The Sherwin-Williams Company, on behalf of itself and certain affiliates	C337-1791	\$2,239,283.58	–	\$943,130.00	–	–	\$1,296,153.58	\$2,154,059.23	–	\$857,905.65	–	–	\$1,296,153.58	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
29.	Toledo & Co., Inc.	C337-1934	\$531,493.27	–	\$75,002.48	–	–	\$456,490.79	\$456,490.79	–	–	–	–	\$456,490.79	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor.
30.	TOMY International, Inc.	C337-1368	\$388,831.22	\$306,788.59	\$306,788.59	\$13,621.28	–	–	\$11,378.15	–	\$11,378.15	–	–	–	– The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor. The asserted Administrative claim is duplicative of the 503(b)(9) claim. The secured claim represents offsets, which is not a basis for an incremental secured claim.
31.	UFP International, LLC	C337-1496	\$1,727,038.27	–	\$398,422.29	–	–	\$1,328,615.98	\$1,391,063.35	–	\$62,447.37	–	–	\$1,328,615.98	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.
32.	USG Corporation	C337-1848	\$369,085.18	–	\$369,085.18	–	–	–	\$261,947.58	–	\$261,947.58	–	–	–	– The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records.

(1) Total claim amount may not be equal to the sum of the component parts of a claim due to mathematical errors when claimants filled out the proof of claim form

**SCHEDULE 2**

**Multiple Debtor Claims**

Schedule 2

TRUE VALUE COMPANY, L.L.C., et. al.

## Claim Objections - Multiple Debtor Claims

No.	Name of Claimant	Remaining Claim	Duplicative Claim to Be Disallowed	Claim Amount	Reason for Disallowance
1.	Big Time Products LLC	C337-1418	C341-14	\$898,129.00	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim."
2.	Big Time Products LLC, as successor to Intex DIY	C337-1420	C341-16	\$69,408.00	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim."
3.	Church & Dwight Co., Inc.	C337-1785	C339-2	\$42,393.90	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
4.	Church & Dwight Co., Inc.	C337-1785	C342-13	\$42,393.90	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
5.	Church & Dwight Co., Inc.	C337-1785	C344-5	\$42,393.90	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
6.	Highline Warren, LLC	C337-1840	C341-20	\$1,119,128.07	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
7.	The Hillman Group, Inc.	C337-1416	C341-13	\$9,290,934.00	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
8.	The Hillman Group, Inc.	C337-100019	C341-100000	\$289,937.82	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
9.	The Hillman Group, Inc. as successor to Koch Industries	C337-1419	C341-15	\$88,693.00	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim."
10.	Toledo & Co, Inc.	C337-1934	C344-6	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
11.	Toledo & Co., Inc.	C337-1934	C338-6	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
12.	Toledo & Co., Inc.	C337-1934	C339-3	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
13.	Toledo & Co., Inc.	C337-1934	C340-8	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
14.	Toledo & Co., Inc.	C337-1934	C341-21	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
15.	Toledo & Co., Inc.	C337-1934	C342-14	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.



**TRUE VALUE COMPANY, L.L.C., et. al.**  
**Claim Objections - Multiple Debtor Claims**

No.	Name of Claimant	Remaining Claim	Duplicative Claim to Be Disallowed	Claim Amount	Reason for Disallowance
16.	Toledo & Co., Inc.	C337-1934	C343-2	\$531,493.27	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
17.	TOMY International, Inc.	C337-1368	C338-4	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
18.	TOMY International, Inc.	C337-1368	C339-1	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
19.	TOMY International, Inc.	C337-1368	C340-6	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
20.	TOMY International, Inc.	C337-1368	C341-12	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
21.	TOMY International, Inc.	C337-1368	C342-8	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
22.	TOMY International, Inc.	C337-1368	C343-1	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.
23.	TOMY International, Inc.	C337-1368	C344-4	\$388,831.22	The Disputed Claim listed is duplicative of the Claim listed under "Remaining Claim." The Remaining Claim is listed on the Reduce & Allow schedule included in the Substantive Objections.

**SCHEDULE 3**

**No Liability Claim**

Schedule 3

TRUE VALUE COMPANY, L.L.C., et. al.  
Claim Objections - No Liability Claim

No.	Name of Claimant	Claim Number	Claim as Filed						Claim as Reconciled						Reason for Modification
			Claim Amount <sup>(1)</sup>	Admin	503(b)(9)	Secured	Priority	Unsecured	Claim Amount	Admin	503(b)(9)	Secured	Priority	Unsecured	
1.	BlueLinx Corporation	C337-1946	\$430,726.79	-	\$430,726.79	-	-	-	-	-	-	-	-	-	The asserted 503(b)(9) claim is greater than the amount reflected in the Debtors' books and records, as this is a direct ship vendor. The Debtors are not liable for prepetition direct ship amounts.

(1) Total claim amount may not be equal to the sum of the component parts of a claim due to mathematical errors when claimants filled out the proof of claim form